

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

EARTH FARE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-10256 (KBO)

(Jointly Administered)

Docket Ref. Nos. 33, 58, 62, 70, 122, 236, & 254

**ORDER APPROVING THE LEASE TERMINATION AND RELEASE AGREEMENT
RELATED TO 5070 SOUTH WESTNEDGE, PORTAGE, MICHIGAN IN
ACCORDANCE WITH DE MINIMIS ASSET SALE PROCEDURES**

Pursuant to the *Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter Into Asset Purchase Agreements With Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Remaining Assets Free and Clear of All Encumbrances As Well As the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* [Docket No. 122] (the “**De Minimis Sales Order**”);² and the Debtors having filed and served notice [Docket No. 236] (the “**Sale Notice**”) of the proposed sale of certain De Minimis Assets (the “**Proposed Sale**”) to 5070 South Westnedge, LLC (the “**Purchaser**”); and the Debtors having determined in the reasonable exercise of their business judgment that such proposed sale is in the best interests of their estates; and the Court finding that (a) it has jurisdiction over the matters raised in the De Minimis Sales Order pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C.

1 The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the De Minimis Sales Order or the motion approving the same.

§ 157(b)(2), (c) proper notice of the Proposed Sale has been given and no other or further notice is necessary, and (d) the Proposed Sale complies with the Sale Procedures set forth in the De Minimis Sales Order; and the Court finding that such Proposed Sale is consistent with the terms of the DIP Facility and the order approving the DIP Facility and that there are no objections to the Proposed Sale from any of the Notice Parties, it is hereby

ORDERED, that the Proposed Sale is approved; and it is further

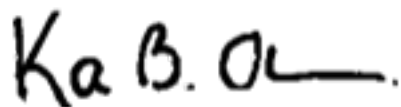
ORDERED, that pursuant to section 363(b) of the Bankruptcy Code, the Debtors are authorized to sell the De Minimis Assets to the Purchaser; and it is further

ORDERED, that, consistent with the De Minimis Sales Order, the assets included in the Proposed Sale shall be transferred to the Purchaser free and clear of all liens, claims, interests and encumbrances whatsoever, with any such liens, claims, interests and encumbrances attaching to the Proposed Sale proceeds with the same validity, extent and priority as had attached to the De Minimis Assets immediately prior to such Proposed Sale; and it is further

ORDERED, that the terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order; and it is further

ORDERED, that this Court will retain jurisdiction regarding the interpretation and implementation of this Order, and all other matters related to this Order.

Dated: March 12th, 2020
Wilmington, Delaware


KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE